

Exhibit B

Articles of Incorporation

OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF INCORPORATION

WHEREAS, the Certificate of Incorporation of

AXIUS, INC.

has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.



Filed in the City of Oklahoma City this 1ST
day of APRIL, 2002.

Mike Hunter
Secretary of State
By: *Booth Garner*

FILED

APR 1 - 2002

**CERTIFICATE OF INCORPORATION
OF
AXIUS, INC.**

**OKLAHOMA SECRETARY
OF STATE**

For the purpose of forming a for-profit stock corporation under and by virtue of the Oklahoma General Corporation Act (the "Act") the following Certificate of Incorporation is hereby adopted:

FIRST: Name. The name of this corporation is Axius, Inc. (hereinafter this "Corporation").

SECOND: Registered Office. The name and street address of the registered agent of this Corporation in the State of Oklahoma and the street address of the registered office of this Corporation in the State of Oklahoma, which is the same as the street address of its registered agent, are:

Jack Baldwin
2300 North 10th Street
Enid, OK 73701

THIRD: Term. The term of this Corporation shall be perpetual.

FOURTH: Purpose. The purpose of this Corporation is to engage in any lawful act or activity for which corporations may be organized under the Act.

FIFTH: Capital Stock. This Corporation is authorized to issue only one (1) class of shares of capital stock, to be designated "Common Stock." The total number of shares of Common Stock which this Corporation shall have authority to issue and the par value of each share of Common Stock are as follows:

Total Number of Shares	Par Value of Each Share	Total Authorized Common Stock
<u>10,000</u>	<u>\$1.00</u>	<u>\$ 10,000</u>

SIXTH: Incorporator. The name and mailing address of the incorporator are as follows:

Name	Mailing Address	FILED
<u>Arlan Potter</u>	<u>2300 North 10th Street</u> <u>Enid, OK 73701</u>	APR 01 2002

**OKLAHOMA SECRETARY
OF STATE**

SEVENTH: Directors. The names and mailing addresses of the persons who are to serve as initial directors of the Corporation until the first annual meeting of the shareholders or until their successors are elected and qualify are as follows:

Name

Mailing Address

Jack Baldwin

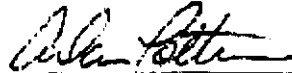
2300 North 10th Street
Enid, OK 73701

The number of directors of this Corporation shall be such as from time to time shall be fixed by, or in the manner provided in, the Bylaws.

EIGHTH: Bylaws. The Bylaws for the governing of this Corporation may be adopted, amended, altered, repealed or readopted by the Board of Directors at any stated or special meeting of such board, but the powers of such directors in this regard shall at all times be subject to the rights of the shareholders to alter or repeal such Bylaws at any annual meeting of shareholders.

NINTH: Amendment. This Corporation reserves the right at any time and from time to time to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Oklahoma at the time may be added or inserted in this Certificate of Incorporation, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon shareholders, directors or any other persons by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the right reserved in this Section NINTH.

IN WITNESS WHEREOF, I have signed this Certificate of Incorporation this 29th day of March, 2002, and I acknowledge the same to be my act.



ARLAN POTTER

g:\0413\Fee-com\inc\March 29, 2002

Form **BCA-13.15**
(Rev. Jan. 1999)APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS**SUBMIT IN DUPLICATE!**Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
http://www.sos.state.il.us

This space for use by Secretary of State

FILED

JUN 24 2002

JESSE WHITE
SECRETARY OF STATEThis space for use by
Secretary of StateDate 06/24/02License Fee \$ Franchise Tax \$ 25.00Filing Fee \$ 75.00Penalties \$ Approved for 7/1/021. (a) CORPORATE NAME: AXIUS, INC.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: AXIUS COMMUNICATIONS
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)2. (a) State or Country of Incorporation: OKLAHOMA(b) Date of Incorporation: 4/1/02(c) Period of Duration: PERPETUAL3. (a) Address of the principal office, wherever located: 2300 N. 10TH STREET
ENID, OK 73701(b) Address of principal office in Illinois:
(If none, so state) NONE

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent CORPORATION SERVICE COMPANY
First Name Middle Name Last NameRegistered Office 422 NORTH NORTHWEST HIGHWAY
Number Street Suite #PARK RIDGE, IL 60068
City ZIP Code County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

OKLAHOMA

6. Names and residential addresses of officers and directors:

	Name	No. & Street	City	State	ZIP
President	JACK BALDWIN	111 ATKINSON ST., ENID, OK 73701			
Secretary	RITA BALDWIN	111 ATKINSON ST., ENID, OK 73701			
Director	JACK BALDWIN	111 ATKINSON ST., ENID, OK 73701			
Director	RITA BALDWIN	111 ATKINSON ST., ENID, OK 73701			
Director					

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:

(If not sufficient space to cover this point, add one or more sheets of this size.)

PROVIDE LONG DISTANCE, DATA AND LOCAL TELEPHONE SERVICE

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
COMMON	-	\$1.00	10,000	1,000

9. Paid-in Capital: \$ 1,000.00

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year:

\$ 1,000⁰⁰

(b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois:

\$ 0

(c) State the estimated total business of the corporation to be transacted by it everywhere for the following year:

\$ 100,000

(d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois:

\$ 5,000

11. Interrogatories: (Important - this section must be completed.)

2300 N. 10th Street, East, OK 73701

** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: /

(b) Number of shares of all classes owned by residents of Illinois: 0

(c) Number of shares of all classes owned by non-residents of Illinois: 1,000

(d) Is the corporation transacting business in this state at this time? No

(e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois: N/A

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)Dated May 29th 2002

AXIUS, INC.

(Exact Name of Corporation)

attested by Rita Baldwin

(Signature of Secretary or Assistant Secretary)

Rita Baldwin, Secy/Treas.

(Type or Print Name and Title)

by Jack Baldwin

(Signature of President or Vice President)

Jack Baldwin, President

(Type or Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

FAS

Form BCA-4.15/4.20 (Rev. Jan. 1999)	APPLICATION TO ADOPT, CHANGE OR CANCEL, AN ASSUMED CORPORATE NAME	File # <u>6228-643-1</u>
Jesse White Secretary of State Department of Business Services Springfield, IL 62756 Telephone (217) 782-9520 www.cyberdriveillinois.com	FILED JUN 24 2002 JESSE WHITE SECRETARY OF STATE	SUBMIT IN DUPLICATE
Remit payment in check or money order, payable to "Secretary of State".		This space for use by Secretary of State Date <u>06/24/02</u> Filing Fee <u>96.00</u> Approved: <u>AK</u>

- CORPORATE NAME: AXIUS, INC.
- State or Country of Incorporation: OKLAHOMA
- Date incorporated (if an Illinois corporation) or date authorized to transact business in Illinois (if a foreign corporation): 06/24 2002
(Month & Day) (Year)
(Complete No. 4 and No. 5 if adopting or changing an assumed corporate name.)
- The corporation intends to adopt and to transact business under the assumed corporate name of:
AXIUS COMMUNICATIONS
- The right to use the assumed corporate name shall be effective from the date this application is filed by the Secretary of State until 06/01 2005, the first day of the corporation's anniversary month in the next year which is evenly divisible by five.
(Month & Day) (Year)
(Complete No. 6 if changing or cancelling an assumed corporate name.)
- The corporation intends to cease transacting business under the assumed corporate name of:
- The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated May 29th 2002
(Month & Day) (Year)

attested by Rita Baldwin
(Signature of Secretary or Assistant Secretary)

Rita Baldwin Sec/Treas.
(Type or Print Name and Title)

AXIUS, INC.
(Exact Name of Corporation)

by Jack Baldwin
(Signature of President or Vice President)

Jack Baldwin, President
(Type or Print Name and Title)

NOTE: The filing fee to adopt an assumed corporate name is \$20 plus \$2.50 for each month or part thereof between the date of filing this application and the date upon which the corporation may renew its use.

The fee for cancelling an assumed corporate name is \$5.00.

The fee to change an assumed name is \$25.